

Form 5500 Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Annual Return/Report of Employee Benefit Plan This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6057(b) and 6058(a) of the Internal Revenue Code (the Code). ▶ Complete all entries in accordance with the instructions to the Form 5500.	OMB Nos. 1210-0110 1210-0089 2023 This Form is Open to Public Inspection
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Part I	Annual Report Identification Information
For calendar plan year 2023 or fiscal plan year beginning 01/01/2023 and ending 12/31/2023	
A	This return/report is for: ☐ a multiemployer plan ☐ a multiple-employer plan (Filers checking this box must provide participating employer information in accordance with the form instructions.) ☒ a single-employer plan ☐ a DFE (specify) _____ ☐ the first return/report ☐ the final return/report ☐ an amended return/report ☐ a short plan year return/report (less than 12 months)
C	If the plan is a collectively-bargained plan, check here. ▶ ☐
D	Check box if filing under: ☒ Form 5558 ☐ automatic extension ☐ the DFVC program ☐ special extension (enter description)
E	If this is a retroactively adopted plan permitted by SECURE Act section 201, check here. ▶ ☐

Part II	Basic Plan Information—enter all requested information
1a	Name of plan KELLEY AUTOMOTIVE GROUP, LLC 401(K) PLAN
1b	Three-digit plan number (PN) ▶ 001
1c	Effective date of plan 01/01/1984
2a	Plan sponsor's name (employer, if for a single-employer plan) Mailing address (include room, apt., suite no. and street, or P.O. Box) City or town, state or province, country, and ZIP or foreign postal code (if foreign, see instructions) KELLEY AUTOMOTIVE GROUP, LLC 555 GRAND NATIONAL DR FORT WAYNE, IN 46804
2b	Employer Identification Number (EIN) 27-2098643
2c	Plan Sponsor's telephone number 260-434-4761
2d	Business code (see instructions) 441110

Caution: A penalty for the late or incomplete filing of this return/report will be assessed unless reasonable cause is established.

Under penalties of perjury and other penalties set forth in the instructions, I declare that I have examined this return/report, including accompanying schedules, statements and attachments, as well as the electronic version of this return/report, and to the best of my knowledge and belief, it is true, correct, and complete.

SIGN HERE	Filed with authorized/valid electronic signature.	10/14/2024	MARY LYNN HAMRICK
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature.	10/14/2024	MATTHEW BENNETT
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

3a Plan administrator's name and address ☒ Same as Plan Sponsor	3b Administrator's EIN 3c Administrator's telephone number
4 If the name and/or EIN of the plan sponsor or the plan name has changed since the last return/report filed for this plan, enter the plan sponsor's name, EIN, the plan name and the plan number from the last return/report: a Sponsor's name c Plan Name	4b EIN 4d PN
5 Total number of participants at the beginning of the plan year	5 651
6 Number of participants as of the end of the plan year unless otherwise stated (welfare plans complete only lines 6a(1) , 6a(2) , 6b , 6c , and 6d). a(1) Total number of active participants at the beginning of the plan year a(2) Total number of active participants at the end of the plan year b Retired or separated participants receiving benefits c Other retired or separated participants entitled to future benefits d Subtotal. Add lines 6a(2) , 6b , and 6c e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits. f Total. Add lines 6d and 6e g(1) Number of participants with account balances as of the beginning of the plan year (only defined contribution plans complete this item) g(2) Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item) h Number of participants who terminated employment during the plan year with accrued benefits that were less than 100% vested.....	6a(1) 419 6a(2) 546 6b 14 6c 246 6d 806 6e 6 6f 812 6g(1) 587 6g(2) 710 6h 25
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item).....	7

8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions:

2E 2F 2G 2J 2K 2R 2S 2T 3D

b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:

9a Plan funding arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor	9b Plan benefit arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor
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10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)

a Pension Schedules

- (1) ☒ **R** (Retirement Plan Information)
- (2) ☐ **MB** (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary
- (3) ☐ **SB** (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary
- (4) ☐ **DCG** (Individual Plan Information) – Number Attached _____
- (5) ☐ **MEP** (Multiple-Employer Retirement Plan Information)

b General Schedules

- (1) ☒ **H** (Financial Information)
- (2) ☐ **I** (Financial Information – Small Plan)
- (3) ☐ **A** (Insurance Information) – Number Attached _____
- (4) ☒ **C** (Service Provider Information)
- (5) ☒ **D** (DFE/Participating Plan Information)
- (6) ☐ **G** (Financial Transaction Schedules)

Part III Form M-1 Compliance Information (to be completed by welfare benefit plans)

11a If the plan provides welfare benefits, was the plan subject to the Form M-1 filing requirements during the plan year? (See instructions and 29 CFR 2520.101-2.) ☐ Yes ☐ No

If "Yes" is checked, complete lines 11b and 11c.

11b Is the plan currently in compliance with the Form M-1 filing requirements? (See instructions and 29 CFR 2520.101-2.) ☐ Yes ☐ No

11c Enter the Receipt Confirmation Code for the 2023 Form M-1 annual report. If the plan was not required to file the 2023 Form M-1 annual report, enter the Receipt Confirmation Code for the most recent Form M-1 that was required to be filed under the Form M-1 filing requirements. (Failure to enter a valid Receipt Confirmation Code will subject the Form 5500 filing to rejection as incomplete.)

Receipt Confirmation Code _____

SCHEDULE C (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Service Provider Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110
		2023
		This Form is Open to Public Inspection.

For calendar plan year 2023 or fiscal plan year beginning 01/01/2023 and ending 12/31/2023		
A Name of plan KELLEY AUTOMOTIVE GROUP, LLC 401(K) PLAN	B Three-digit plan number (PN) ▶	001
C Plan sponsor's name as shown on line 2a of Form 5500 KELLEY AUTOMOTIVE GROUP, LLC	D Employer Identification Number (EIN) 27-2098643	

Part I	Service Provider Information (see instructions)
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You must complete this Part, in accordance with the instructions, to report the information required for **each person** who received, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of monetary value) in connection with services rendered to the plan or the person's position with the plan during the plan year. If a person received **only** eligible indirect compensation for which the plan received the required disclosures, you are required to answer line 1 but are not required to include that person when completing the remainder of this Part.

1 Information on Persons Receiving Only Eligible Indirect Compensation

- a Check "Yes" or "No" to indicate whether you are excluding a person from the remainder of this Part because they received only eligible indirect compensation for which the plan received the required disclosures (see instructions for definitions and conditions).. ☐ Yes ☒ No
- b If you answered line 1a "Yes," enter the name and EIN or address of each person providing the required disclosures for the service providers who received only eligible indirect compensation. Complete as many entries as needed (see instructions).

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation
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2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "Yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

(a) Enter name and EIN or address (see instructions)

MERRILL LYNCH, PIERCE, FENNER AND S

13-5674085

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
15 51 52 59 60 62 63 71 72	RECORDKEEPER	118857	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

Part I Service Provider Information (continued)

3. If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received \$1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

Part II Service Providers Who Fail or Refuse to Provide Information

4 Provide, to the extent possible, the following information for each service provider who failed or refused to provide the information necessary to complete this Schedule.

(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
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(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide

Part III Termination Information on Accountants and Enrolled Actuaries (see instructions)
(complete as many entries as needed)

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
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103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
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103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
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103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)

Part II **Information on Participating Plans (to be completed by DFEs, other than DCGs)**

(Complete as many entries as needed to report all participating plans. DCGs must report each participating plan using Schedule DCG.)

a Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
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plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN

SCHEDULE H (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	OMB No. 1210-0110
		2023
		This Form is Open to Public Inspection

For calendar plan year 2023 or fiscal plan year beginning 01/01/2023 and ending 12/31/2023		
A Name of plan KELLEY AUTOMOTIVE GROUP, LLC 401(K) PLAN	B Three-digit plan number (PN) ►	001
C Plan sponsor's name as shown on line 2a of Form 5500 KELLEY AUTOMOTIVE GROUP, LLC	D Employer Identification Number (EIN) 27-2098643	

Part I	Asset and Liability Statement
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1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. **Round off amounts to the nearest dollar.** MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a	100	75
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	501538	564618
(2) Participant contributions	1b(2)		
(3) Other	1b(3)	0	0
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	284617	-58457
(2) U.S. Government securities	1c(2)	0	0
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)	0	0
(B) All other	1c(3)(B)	0	0
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)	0	0
(B) Common	1c(4)(B)	0	0
(5) Partnership/joint venture interests	1c(5)	0	0
(6) Real estate (other than employer real property)	1c(6)	0	0
(7) Loans (other than to participants)	1c(7)	0	0
(8) Participant loans	1c(8)	403504	421634
(9) Value of interest in common/collective trusts	1c(9)	1261112	1426917
(10) Value of interest in pooled separate accounts	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)	16599614	19894993
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)	1575644	2086101

1d Employer-related investments:		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)	0	0
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	20626129	24335881
Liabilities			
g Benefit claims payable	1g		
h Operating payables	1h		
i Acquisition indebtedness	1i		
j Other liabilities	1j		
k Total liabilities (add all amounts in lines 1g through 1j)	1k	0	0
Net Assets			
l Net assets (subtract line 1k from line 1f)	1l	20626129	24335881

Part II Income and Expense Statement

2 Plan income, expenses, and changes in net assets for the year. Include all income and expenses of the plan, including any trust(s) or separately maintained fund(s) and any payments/receipts to/from insurance carriers. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 2a, 2b(1)(E), 2e, 2f, and 2g.

Income		(a) Amount	(b) Total
a Contributions:			
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	543034	
(B) Participants	2a(1)(B)	1834030	
(C) Others (including rollovers)	2a(1)(C)	15174	
(2) Noncash contributions	2a(2)	0	
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		2392238
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	59	
(B) U.S. Government securities	2b(1)(B)	0	
(C) Corporate debt instruments	2b(1)(C)	0	
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)	29404	
(F) Other	2b(1)(F)	0	
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		29463
(2) Dividends: (A) Preferred stock	2b(2)(A)	0	
(B) Common stock	2b(2)(B)	0	
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	677169	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		677169
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)	0	
(B) Aggregate carrying amount (see instructions)	2b(4)(B)	0	
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		
(5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)		
(B) Other	2b(5)(B)	0	
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts.....	2b(6)		39123
(7) Net investment gain (loss) from pooled separate accounts.....	2b(7)		0
(8) Net investment gain (loss) from master trust investment accounts.....	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities.....	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		1925683
c Other income	2c		581512
d Total income. Add all income amounts in column (b) and enter total	2d		5645188

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	1824665	
(2) To insurance carriers for the provision of benefits.....	2e(2)		
(3) Other	2e(3)	0	
(4) Total benefit payments. Add lines 2e(1) through (3)	2e(4)		1824665
f Corrective distributions (see instructions)	2f		582
g Certain deemed distributions of participant loans (see instructions)	2g		0
h Interest expense	2h		0
i Administrative expenses:			
(1) Salaries and allowances	2i(1)		
(2) Contract administrator fees.....	2i(2)		
(3) Recordkeeping fees.....	2i(3)	110189	
(4) IQPA audit fees.....	2i(4)		
(5) Investment advisory and investment management fees	2i(5)		
(6) Bank or trust company trustee/custodial fees	2i(6)		
(7) Actuarial fees	2i(7)		
(8) Legal fees	2i(8)		
(9) Valuation/appraisal fees	2i(9)		
(10) Other trustee fees and expenses	2i(10)		
(11) Other expenses	2i(11)		
(12) Total administrative expenses. Add lines 2i(1) through (11)	2i(12)		110189
j Total expenses. Add all expense amounts in column (b) and enter total	2j		1935436

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		3709752
l Transfers of assets:			
(1) To this plan	2l(1)		0
(2) From this plan	2l(2)		0

Part III Accountant's Opinion

3 Complete lines 3a through 3c if the opinion of an independent qualified public accountant is attached to this Form 5500. Complete line 3d if an opinion is not attached.

a The attached opinion of an independent qualified public accountant for this plan is (see instructions):

(1) ☐ Unmodified (2) ☐ Qualified (3) ☒ Disclaimer (4) ☐ Adverse

b Check the appropriate box(es) to indicate whether the IQPA performed an ERISA section 103(a)(3)(C) audit. Check both boxes (1) and (2) if the audit was performed pursuant to both 29 CFR 2520.103-8 and 29 CFR 2520.103-12(d). Check box (3) if pursuant to neither.

(1) ☒ DOL Regulation 2520.103-8 (2) ☐ DOL Regulation 2520.103-12(d) (3) ☐ neither DOL Regulation 2520.103-8 nor DOL Regulation 2520.103-12(d).

c Enter the name and EIN of the accountant (or accounting firm) below:

(1) Name: **ATM & COMPANY CPA'S**

(2) EIN: **05-0528051**

d The opinion of an independent qualified public accountant is **not attached** as part of Schedule H because:

(1) ☐ This form is filed for a CCT, PSA, DCG or MTIA. (2) ☐ It will be attached to the next Form 5500 pursuant to 29 CFR 2520.104-50.

Part IV Compliance Questions

4 CCTs and PSAs do not complete Part IV. MTIAs, 103-12 IEs, and GIAs do not complete lines 4a, 4e, 4f, 4g, 4h, 4k, 4m, 4n, or 5. 103-12 IEs also do not complete lines 4j and 4l. MTIAs also do not complete line 4l. DCGs do not complete lines 4e, 4f, 4k, 4l, and 5, and DCGs generally complete the rest of Part IV collectively for all plans in the DCG, except as otherwise provided (see instructions).

During the plan year:

	Yes	No	Amount
a Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.)		☒	
b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.)		☒	
c Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)		☒	
d Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)		☒	
e Was this plan covered by a fidelity bond?	☒		500000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		☒	
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?		☒	
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?		☒	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	☒		
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked and see instructions for format requirements.)		☒	
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?		☒	
l Has the plan failed to provide any benefit when due under the plan?		☒	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)		☒	
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.			

5a Has a resolution to terminate the plan been adopted during the plan year or any prior plan year? ☐ Yes ☒ No
If "Yes," enter the amount of any plan assets that reverted to the employer this year _____.

5b If, during this plan year, any assets or liabilities were transferred from this plan to another plan(s), identify the plan(s) to which assets or liabilities were transferred. (See instructions.)

5b(1) Name of plan(s)	5b(2) EIN(s)	5b(3) PN(s)

5c Was the plan a defined benefit plan covered under the PBGC insurance program at any time during this plan year? (See ERISA section 4021 and instructions.) ☐ Yes ☐ No ☐ Not determined

If "Yes" is checked, enter the My PAA confirmation number from the PBGC premium filing for this plan year _____.

SCHEDULE R (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation		Retirement Plan Information This schedule is required to be filed under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500.		OMB No. 1210-0110 2023 This Form is Open to Public Inspection.	
For calendar plan year 2023 or fiscal plan year beginning 01/01/2023 and ending 12/31/2023					
A Name of plan KELLEY AUTOMOTIVE GROUP, LLC 401(K) PLAN				B Three-digit plan number (PN) ▶	001
C Plan sponsor's name as shown on line 2a of Form 5500 KELLEY AUTOMOTIVE GROUP, LLC				D Employer Identification Number (EIN) 27-2098643	
Part I Distributions					
All references to distributions relate only to payments of benefits during the plan year.					
1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....				1	0
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): 94-1687665					
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.					
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year				3	
Part II Funding Information (If the plan is not subject to the minimum funding requirements of section 412 of the Internal Revenue Code or ERISA section 302, skip this Part.)					
4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)? ☐ Yes ☐ No ☐ N/A If the plan is a defined benefit plan, go to line 8.					
5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. Date: Month _____ Day _____ Year _____ If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.					
6 a Enter the minimum required contribution for this plan year (include any prior year accumulated funding deficiency not waived)				6a	
b Enter the amount contributed by the employer to the plan for this plan year				6b	
c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount)				6c	
If you completed line 6c, skip lines 8 and 9.					
7 Will the minimum funding amount reported on line 6c be met by the funding deadline? ☐ Yes ☐ No ☐ N/A					
8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure or other authority providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change? ☐ Yes ☐ No ☐ N/A					
Part III Amendments					
9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box. If no, check the "No" box. ☐ Increase ☐ Decrease ☐ Both ☐ No					
Part IV ESOPs (see instructions). If this is not a plan described under section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.					
10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan?..... ☐ Yes ☐ No					
11 a Does the ESOP hold any preferred stock? ☐ Yes ☐ No					
b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.) ☐ Yes ☐ No					
12 Does the ESOP hold any stock that is not readily tradable on an established securities market? ☐ Yes ☐ No					
For Paperwork Reduction Act Notice, see the Instructions for Form 5500.				Schedule R (Form 5500) 2023 v. 230707	

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

13 Enter the following information for each employer that (1) contributed more than 5% of total contributions to the plan during the plan year or (2) was one of the top-ten highest contributors (measured in dollars). See instructions. *Complete as many entries as needed to report all applicable employers.*

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

14 Enter the number of deferred vested and retired participants (inactive participants), as of the beginning of the plan year, whose contributing employer is no longer making contributions to the plan for:		
a The current plan year. Check the box to indicate the counting method used to determine the number of inactive participants: ☐ last contributing employer ☐ alternative ☐ reasonable approximation (see instructions for required attachment)	14a	
b The plan year immediately preceding the current plan year. ☐ Check the box if the number reported is a change from what was previously reported (see instructions for required attachment)	14b	
c The second preceding plan year. ☐ Check the box if the number reported is a change from what was previously reported (see instructions for required attachment)	14c	
15 Enter the ratio of the number of participants under the plan on whose behalf no employer had an obligation to make an employer contribution during the current plan year to:		
a The corresponding number for the plan year immediately preceding the current plan year	15a	
b The corresponding number for the second preceding plan year	15b	
16 Information with respect to any employers who withdrew from the plan during the preceding plan year:		
a Enter the number of employers who withdrew during the preceding plan year	16a	
b If line 16a is greater than 0, enter the aggregate amount of withdrawal liability assessed or estimated to be assessed against such withdrawn employers	16b	
17 If assets and liabilities from another plan have been transferred to or merged with this plan during the plan year, check box and see instructions regarding supplemental information to be included as an attachment..... ☐		

Part VI	Additional Information for Single-Employer and Multiemployer Defined Benefit Pension Plans
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18 If any liabilities to participants or their beneficiaries under the plan as of the end of the plan year consist (in whole or in part) of liabilities to such participants and beneficiaries under two or more pension plans as of immediately before such plan year, check box and see instructions regarding supplemental information to be included as an attachment..... ☐	
19 If the total number of participants is 1,000 or more, complete lines (a) and (b):	
a Enter the percentage of plan assets held as: Public Equity: _____% Private Equity: _____% Investment-Grade Debt and Interest Rate Hedging Assets: _____% High-Yield Debt: _____% Real Assets: _____% Cash or Cash Equivalents: _____% Other: _____%	
b Provide the average duration of the Investment-Grade Debt and Interest Rate Hedging Assets: ☐ 0-5 years ☐ 5-10 years ☐ 10-15 years ☐ 15 years or more	
20 PBGC missed contribution reporting requirements. If this is a multiemployer plan or a single-employer plan that is not covered by PBGC, skip line 20.	
a Is the amount of unpaid minimum required contributions for all years from Schedule SB (Form 5500) line 40 greater than zero? ☐ Yes ☐ No	
b If line 20a is "Yes," has PBGC been notified as required by ERISA sections 4043(c)(5) and/or 303(k)(4)? Check the applicable box:	
☐ Yes.	
☐ No. Reporting was waived under 29 CFR 4043.25(c)(2) because contributions equal to or exceeding the unpaid minimum required contribution were made by the 30th day after the due date.	
☐ No. The 30-day period referenced in 29 CFR 4043.25(c)(2) has not yet ended, and the sponsor intends to make a contribution equal to or exceeding the unpaid minimum required contribution by the 30th day after the due date.	
☐ No. Other. Provide explanation. _____	

Part VII	IRS Compliance Questions
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21a Does the plan satisfy the coverage and nondiscrimination tests of Code sections 410(b) and 401(a)(4) by combining this plan with any other plans under the permissive aggregation rules? ☐ Yes ☒ No	
21b If this is a Code section 401(k) plan, check all boxes that apply to indicate how the plan is intended to satisfy the nondiscrimination requirements for employee deferrals and employer matching contributions (as applicable) under Code sections 401(k)(3) and 401(m)(2).	
☐ Design-based safe harbor method	
☒ "Prior year" ADP test	
☐ "Current year" ADP test	
☐ N/A	
22 If the plan sponsor is an adopter of a pre-approved plan that received a favorable IRS Opinion Letter, enter the date of the Opinion Letter <u>06 / 30 / 2020</u> (MM/DD/YYYY) and the Opinion Letter serial number <u>Q702803A</u> .	

KELLEY AUTOMOTIVE GROUP, LLC 401(K) PLAN

Audited Financial Statements

For the years ended December 31, 2023 and 2022



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ATM & Company
Certified Public Accountants

INDEPENDENT AUDITOR'S REPORT

To the Plan Administrator,
Kelly Automotive Group, LLC 401(K) Plan

Scope and Nature of the ERISA Section 103(a)(3)(C) Audit

We have performed an audit of the accompanying financial statements of Kelly Automotive Group, LLC 401(K) Plan, an employee benefit plan subject to the Employee Retirement Income Security Act of 1974 (ERISA), as permitted by ERISA Section 103(a)(3)(C) [ERISA Section 103(a)(3)(C) audit]. The financial statements comprise the statements of net assets available for benefits as of December 31, 2023 and 2022 and the related statement of changes in net assets available for benefits of the year ended December 31, 2023, and the related notes to the financial statements.

Management, having determined it is permissible in the circumstances, has elected to have the audits of Kelly Automotive Group, LLC 401(K) Plan's financial statements performed in accordance with ERISA Section 103(a)(3)(C) pursuant to 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. As permitted by ERISA Section 103(a)(3)(C), our audits need not extend to any statements or information related to assets held for investment of the plan (investment information) by a bank or similar institution or insurance carrier that is regulated, supervised, and subject to periodic examination by a state or federal agency, provided that the statements or information regarding assets so held are prepared and certified to by the bank or similar institution or insurance carrier in accordance with 29 CFR 2520.103-5 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA (Reliance Trust Company).

Management has obtained certifications from a qualified institution as of December 31, 2023 for the period ended December 31, 2023, stating that the certified investment information, as described in Note 11 to the financial statements, is complete and accurate.

Opinion

In our opinion, based on our audits and on the procedures performed as described in the Auditor's Responsibilities for the Audit of the Financial Statements section -

- the amounts and disclosures in the financial statements referred to above, other than those agreed to or derived from the certified investment information, are presented fairly, in all material respects, in accordance with accounting principles generally accepted in the United States of America.
- the information in the financial statements referred to above related to assets held by and certified to by a qualified institution agrees to, and is derived from, in all material respects, the information prepared and certified by an institution that management determined meets the requirements of ERISA Section 103(a)(3)(C).

Basis for Opinion

We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are required to be independent of Kelly Automotive Group, LLC 401(K) Plan and to meet our other ethical

Basis for Opinion - continued

responsibilities in accordance with the relevant ethical requirements relating to our audits. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our ERISA section 103(a)(3)(C) audit opinion.

Responsibilities of Management for the Financial Statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with accounting principles generally accepted in the United States of America, and for the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error. Management's election of the ERISA Section 103(a)(3)(C) audit does not affect management's responsibility for the financial statements.

In preparing the financial statements, management is required to evaluate whether there are conditions or events, considered in the aggregate, that raise substantial doubt about Kelly Automotive Group, LLC 401(K) Plan's ability to continue as a going concern for one year after the date the financial statements are available to be issued.

Management is also responsible for maintaining a current plan instrument, including all plan amendments administering the plan; and determining that the plan's transactions that are presented and disclosed in the financial statements are in conformity with the plan's provisions, including maintaining sufficient records with respect to each of the participants, to determine the benefits due or which may become due to such participants.

Auditor's Responsibility for the Audit of the Financial Statements

Except as described in the Scope and Nature of the ERISA Section 103(a)(3)(C) Audit section of our report, our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not absolute assurance and therefore is not a guarantee that an audit conducted in accordance with generally accepted auditing standards will always detect a material misstatement when it exists. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control. Misstatements are considered material if there is a substantial likelihood that, individually or in the aggregate, they would influence the judgement made by a reasonable user based on the financial statements.

In performing an audit in accordance with generally accepted auditing standards, we:

- Exercise professional judgement and maintain professional skepticism throughout the audit.
- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, and design and perform audit procedures responsive to those risks. Such procedures include examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of Kelly Automotive Group, LLC 401(K) Plan's internal control. Accordingly, no such opinion is expressed.

Auditor's Responsibility for the Audit of the Financial Statements - continued

- Evaluate the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluate the overall presentation of the financial statements.
- Conclude whether, in our judgment, there are conditions or events, considered in the aggregate, that raise substantial doubt about Kelly Automotive Group, LLC 401(K) Plan's ability to continue as a going concern for a reasonable period of time.

Our audits did not extend to the certified investment information, except for obtaining and reading the certification, comparing the certified investment information with the related information presented and disclosed in the financial statements, and reading the disclosures relating to the certified investment information to access whether they are in accordance with the presentation disclosure requirements of accounting principles generally accepted in the United States of America.

Accordingly, the objective of an ERISA Section 103(a)(3)(C) audit is not to express an opinion about whether the financial statements as a whole are presented fairly, in all material respects, in accordance with accounting principles generally accepted in the United States of America.

We are required to communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit, significant audit findings, and certain internal control-related matters that we identified during the audit.

Supplemental Schedules Required by ERISA

The supplemental schedules of Assets Held for Investment Purposes at end of year are presented for purposes of additional analysis and are not a required part of the financial statements but are supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Such information is the responsibility of management and was derived from and relates directly to the underlying accounting and other records used to prepare the financial statements. The information included in the supplemental schedules, other than agreed to or derived from the certified investment information, has been subjected to auditing procedures applied in the audits of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the statements themselves, and other additional procedures in accordance with generally accepted auditing standards. For information included in the supplemental schedules that agreed to or is derived from the certified investment information, we compared such information to the related certified investment information.

In forming our opinion on the supplemental schedules, we evaluated whether the supplemental schedules, other than the information agreed to or derived from the certified investment information, including their form and content, are presented in conformity with the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA.

Supplemental Schedules Required by ERISA - continued

In our opinion -

- the form and content of the supplemental schedules, other than the information in the supplemental schedules that agreed to or is derived from the certified investment information, are presented, in all material respects, in conformity with the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA.
- the information in the supplemental schedules related to assets held by and certified to by a qualified institution agrees to, or is derived from, in all material respects, the information prepared and certified by an institution that management determined meets the requirements of ERISA Section 103(a)(3)(C).

ATM & Campy CPAs

Fort Wayne, IN
October 14, 2024

KELLEY AUTOMOTIVE GROUP, LLC 401(K) PLAN
STATEMENTS OF NET ASSETS AVAILABLE FOR PLAN BENEFITS
DECEMBER 31, 2023 and 2022

ASSETS

	<u>2023</u>	<u>2022</u>
Investments (at fair value):		
Cash and Cash Equivalent	\$ (58,457)	\$ 284,570
Common/Collective Trusts	1,426,917	1,261,112
Mutual Funds	19,894,993	16,599,614
Self-Directed Account	2,086,101	1,575,644
Other	<u>75</u>	<u>100</u>
Total investments	<u>23,349,629</u>	<u>19,721,040</u>
Receivables:		
Interest	-	47
Employer contributions	564,618	501,538
Participant notes receivable	<u>421,634</u>	<u>403,504</u>
Total receivables	<u>986,252</u>	<u>905,089</u>
Net assets available for benefits	<u>\$ 24,335,881</u>	<u>\$ 20,626,129</u>

The accompanying notes are an integral part of the financial statements.

KELLEY AUTOMOTIVE GROUP, LLC 401(K) PLAN
STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR PLAN BENEFITS
For the Year Ended December 31, 2023

	<u>2023</u>
Additions to net assets attributed to:	
Investment income:	
Dividend	\$ 1,301,050
Realized gain (losses)	(19,786)
Net Appreciation in fair value of investment	<u>1,945,469</u>
Investment income	<u>3,226,733</u>
Interest income from participant notes receivable	<u>29,404</u>
Contributions:	
Employers	564,618
Participants	1,834,030
Rollovers	<u>15,174</u>
Total contributions	<u>2,413,822</u>
Total additions	<u>5,669,959</u>
Deductions to net assets attributed to:	
Benefits paid to participants	1,826,079
Administrative expenses	<u>134,128</u>
Total deductions	<u>1,960,207</u>
Net increase	3,709,752
Net assets available for plan benefits, beginning of year	<u>20,626,129</u>
Net assets available for plan benefits, end of year	<u>\$ 24,335,881</u>

The accompanying notes are an integral part of the financial statements.

KELLEY AUTOMOTIVE GROUP, LLC 401(K) PLAN
NOTES TO FINANCIAL STATEMENTS

1. DESCRIPTION OF PLAN

The following description of the Kelley Automotive Group, LLC 401(K) Plan provides only general information. Participants should refer to the Plan Agreement for a more complete description of the Plan's provisions.

GENERAL - The Plan is a defined contribution plan covering employees of the following companies: Courtesy Ford Motors, LLC, Kelley Courtesy Motors, LLC, Kelley Buick GMC, LLC, Kelley Cadillac, LLC, Tom Kelley Volvo, LLC, Kelley Chevy, LLC, 14/69 Carwash, LLC, Kelley Automotive Group, LLC, Kelley Auto Imports, LLC, TKCD, LLC, Decatur Auto Accessories, LLC, Tom Kelley Jaguar Land Rover, LLC, Kelley Imports Real Estate, LLC, Kelley Body Shop, LLC and Midwest Auto Parts, LLC. Employees become eligible to participate in the plan after twelve months of service and have been with at least 1,000 hours of service during that year. It is subject to the provisions of the Employee Retirement Income Service Act (ERISA).

CONTRIBUTIONS - Each year, participants may contribute up to 100 percent (or such lesser percent as necessary to allow applicable payroll taxes to be paid) of pretax annual compensation, as defined in the plan. The companies can match the employees' contribution subject to a specified percentage of compensation as determined by the companies annually. Contributions are subject to certain limitations. Rollover and other contributions consist of roller contributions and investment settlement funds.

PARTICIPANT ACCOUNTS - Each participant's account is credited with the participant's contribution and an allocation of (a) the Companies' contribution, and (b) earnings or losses. Allocations are based on participant earnings or account balances, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participants vested account.

VESTING - Participants are immediately vested in their voluntary contributions plus investment earnings/losses thereon. Vesting in the remainder of their accounts is based on years of service. The participant is 100 percent vested after six years of service if credited with at least one hour of employment on or after January 1, 2002. Any participant who attains normal retirement age, becomes disabled, or dies becomes fully vested regardless of length of service.

PAYMENT OF BENEFITS - On termination of service, a participant may elect to receive a lump-sum payment in an amount equal to the value of the participant's vested interest in their account. Withdrawal may also be requested for hardship reasons.

FORFEITURES - Forfeitures of terminated participants' nonvested accounts are used for the reduction of the Companies' contribution to the Plan. Forfeitures were \$ - 0 - and \$ - 0 - in 2023 and 2022 respectively.

PARTICIPANT NOTES RECEIVABLE - Participant notes receivable are valued at their outstanding amortized balances. Participants may borrow from their fund accounts a minimum of \$1,000 up to a maximum equal to the lesser of \$50,000 or 50 percent of their vested account balance. Loan terms range from 1-5 years. The repayment period may be longer, as determined by the plan administrator, when the loan is used for the purchase of a primary residence. The loans are secured by the balance in the participant's account and bear interest at a rate commensurate with local prevailing rates as determined by the Plan administrator. All loans are evidenced by a promissory note, security agreement and irrevocable payroll deduction authorization. Interest rates range from 5.25 percent to 9.50 percent. Principal and interest are paid ratably through payroll deductions. Delinquent loans can become deemed distributions as determined by the plan administrator.

KELLEY AUTOMOTIVE GROUP, LLC 401(K) PLAN
NOTES TO FINANCIAL STATEMENTS
(Continued)

1. DESCRIPTION OF PLAN (Continued)

ADMINISTRATIVE - Bank of America Merrill Lynch maintains the participants' records for the Plan.

INVESTMENT OPTIONS - Upon enrollment in the Plan, a participant may direct employee contributions among investment choices in increments of 5 percent. Participants may change their investment options on any normal business day.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

BASIS OF ACCOUNTING - The financial statements of the Plan are prepared using the accrual method of accounting.

ESTIMATES - The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires the plan administrator to make estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, actual results may differ from those estimates.

SUBSEQUENT EVENTS - The plan has evaluated for subsequent events through the date the financial statements were available to be issued.

INVESTMENT VALUATION AND INCOME RECOGNITION - The Plan's investments are stated at fair value. Shares of registered investment companies are valued at published market prices, which represent the net asset value of shares held by the Plan at December 31, 2023 and 2022. The Putnam Stable Value Fund contains underlying investments in fully benefit-responsive investment and is valued at the net asset value for the Plan. See Footnote 7.

Participant notes receivable are valued at their outstanding balances which approximates fair value.

The Putnam Fiduciary Trust Company is a stable value fund that invests in a diversified portfolio of fully benefit-responsive contracts issued by insurance companies, banks and other financial institutions. The Putnam Fiduciary Trust Company utilizes collateralized GIC contracts, which are high-quality fixed income securities wrapped by an insurance company, bank or financial institution. The wrap contract provides benefit-responsive withdrawals and book value accounting, while the underlying collateral provides improved credit quality to the fund and reduces exposure to any single industry. Participants may ordinarily direct the withdrawal or transfer of all or a portion of their investment at net asset value. Net asset value represents contributions made to the fund, plus earnings, less participant withdrawals.

The net appreciation (depreciation) in the fair value of investments is based on the fair value of the investments at the beginning of the year or cost, if purchased during the year.

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on an accrual basis. Dividends are recorded on the ex-dividend date.

PAYMENT OF BENEFITS - Benefits are recorded when paid.

KELLEY AUTOMOTIVE GROUP, LLC 401(K) PLAN
NOTES TO FINANCIAL STATEMENTS
(Continued)

3. RELATED PARTY TRANSACTIONS AND PARTY IN INTEREST TRANSACTIONS

Certain Plan investments are shares of mutual funds managed by Bank of America NA. Bank of America NA is the custodian as defined by the Plan and, therefore, these transactions qualify as party-in-interest transactions. Fees paid by the Plan for the investment management services amounted to \$134,128 and \$124,513 for the years ended December 31, 2023 and 2022, respectively. Parties-in-interest transactions under ERISA also include notes receivable from participants.

These party-in-interest transactions are exempt from the prohibited transaction rules of ERISA.

4. PLAN TERMINATION

Although it has not expressed any intent to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of the Plan termination, participants will become 100% vested in their accounts.

5. FAIR VALUE MEASUREMENTS

December 31, 2023	<u>Fair Value Measurements at Reporting Date Using:</u>	
	<u>Total</u>	<u>Quoted Prices in Active Markets for Identical Assets (Level 1)</u>
Putnam Stable Value Funds *	\$ 1,426,992	\$ 1,426,992
Self-Directed Account	2,086,101	2,086,101
Mutual Funds:		
Large Value	2,746,867	2,746,867
High Yield Bond	4,895,044	4,895,044
Large Blend	2,751,227	2,751,227
Real Estate	381,283	381,283
Mid Cap Growth	2,150,919	2,150,919
Large Growth	2,120,135	2,120,135
Small Growth	1,724,002	1,724,002
Foreign Large Blend	1,837,300	1,837,300
Inflation Protected Bond	680,665	680,665
Foreign Large Growth	50,578	50,578
Target Date	556,973	556,973
	<u>\$ 23,408,086</u>	<u>\$ 23,408,086</u>

(Continued)

KELLEY AUTOMOTIVE GROUP, LLC 401(K) PLAN
NOTES TO FINANCIAL STATEMENTS
(Continued)

5. FAIR VALUE MEASUREMENTS (Continued)

December 31, 2022	<u>Fair Value Measurements at Reporting Date Using:</u>	
	<u>Total</u>	<u>Quoted Prices in Active Markets for Identical Assets (Level 1)</u>
Putnam Stable Value Funds *	\$ 1,261,212	\$ 1,261,212
Self-Directed Account	1,575,644	1,575,644
Mutual Funds:		
Large Value	2,326,372	2,326,372
High Yield Bond	4,121,275	4,121,275
Large Blend	2,275,075	2,275,075
Real Estate	316,343	316,343
Mid Cap Growth	1,784,442	1,784,442
Large Growth	1,742,969	1,742,969
Small Growth	1,411,487	1,411,487
Foreign Large Blend	1,516,439	1,516,439
Inflation Protected Bond	588,670	588,670
Foreign Large Growth	36,362	36,362
Target Date	480,180	480,180
	<u>\$ 19,436,470</u>	<u>\$ 19,436,470</u>

* Putnam Stable Value Funds of \$1,426,992 and \$1,261,212 for 2023 and 2022 respectively, are net asset value and not included in the fair value measurements hierarchy.

The fair value measurement accounting literature establishes a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. This hierarchy consists of three broad levels: Level 1 inputs consist of unadjusted quoted prices in active markets for identical assets and have the highest priority. Level 2 inputs consist of observable inputs other than quoted prices for identical assets (Level 1). Level 3 inputs are unobservable and have the lowest priority. The Plan uses appropriate valuation techniques based on the available inputs to measure the fair value of investments. When available, the Plan measures fair value using Level 1 inputs or Level 2 they generally provide the most reliable evidence of fair value. Level 2 inputs are used for investments for which Level 1 inputs were not available. Level 3 inputs would only be used if Level 1 or Level 2 inputs were not available. There are no plan for the periods presented.

(Continued)

KELLEY AUTOMOTIVE GROUP, LLC 401(K) PLAN
NOTES TO FINANCIAL STATEMENTS
(Continued)

5. FAIR VALUE MEASUREMENTS (Continued)

Level 1 Fair Value Measurements

The fair value of mutual funds is based on quoted prices for identical assets and liabilities in active markets. The mutual funds held by the Plan are open-end mutual funds registered with the U.S. Securities and Exchange Commission. The funds must publish their daily net asset value and transact at that price. The mutual funds held by the Plan are considered to be actively traded. The fair values of common stocks are based on the closing price reported on the active market where the individual securities are traded.

Level 2 Fair Value Measurements

Significant other observable inputs other than Level 1 prices, such as quoted prices for similar assets liabilities, quoted prices in markets that are not active, or other inputs that are observable or can be corroborated by observable market data. The fair value of corporate bonds and U.S. government securities are valued using a market approach on yields currently available on comparable securities of issuers with similar credit ratings, net investment value and not included in the fair value measurements hierarchy.

Level 3 Fair Value Measurement

Significant unobservable inputs that reflect the Plan's own assumptions, consistent with reasonable available assumptions made by market participants in pricing an asset or liability. The fair value of the certificates of deposit is based on amortized cost or original cost plus accrued interest. The guaranteed investment contract with an insurance company is not actively traded and significant other observable inputs are not available. Thus, the fair value of the guaranteed investment contract is determined by discounting the related cash flows based on current yield of similar instructions with comparable durations. The following table provides further details of the Level 3 fair value measurements.

6. INVESTMENTS

The Plan's investments (including investments bought, sold and held during the year) appreciated, (depreciated) in value by \$1,945,469 and in value by \$(4,223,609) in 2023 and 2022, respectively.

7. INVESTMENT COMMON COLLECTIVE TRUST

The Plan entered into a benefit-responsive investment contract with Putnam Fiduciary Trust Company. Putnam Fiduciary Trust Company maintains the contributions in a general account. The account is credited with earnings on the underlying investments and charged for participant withdrawals and administrative expenses. The investment is included in the financial statements at net asset value as reported to the Plan by Putnam Fiduciary Trust Company. Net asset value represents contributions made under the investment, plus earnings, less participant withdrawals and administrative expenses. Participants may ordinarily direct the withdrawal or transfer of all or a portion of their investment at contract value.

KELLEY AUTOMOTIVE GROUP, LLC 401(K) PLAN
NOTES TO FINANCIAL STATEMENTS
(Continued)

7. INVESTMENT COMMON COLLECTIVE TRUST (Continued)

There are no reserves against net asset value for credit risk of the contract issuer or otherwise. The average yield and crediting interest rates were approximately 4.09% and 3.14% percent for 2023 and 2022, respectively. The crediting interest rate is based on a formula agreed upon with the issuer, but may not be less than the contractually guaranteed rate. Such interest rates are reviewed on a quarterly basis for resetting.

Certain events limit the ability for the Plan to transact at net asset value with the issuer. Such events include the following: (1) amendments to the plan documents (including complete or partial plan termination or merger with another plan), (2) changes to plan's prohibition on competing investment options or deletion of equity wash provisions, (3) bankruptcy of the plan sponsor or other plan sponsor events (for example, divestitures or spin-offs of a subsidiary) that cause a significant withdrawal from the plan, or (4) the failure of the trust to qualify for exemption from federal income taxes or any required prohibited transaction exemption under Employee Retirement Income Security Act of 1974. The Plan administrator does not believe that the occurrence of any such value event, which would limit the Plan's ability to transact at contract value with participants, is probable.

Average yields:	<u>2023</u>	<u>2022</u>
Based on actual earnings:	3.580%	4.000%
Based on interest rate credited to participants	4.09%	3.14%

8. RISKS AND UNCERTAINTIES

The Plan provides for various investments options in any combination of stock mutual funds, bond funds, fixed income securities, and other investments securities. Investment securities are exposed to various risks, such as interest rate, market, and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the statement of net assets available for benefits.

9. TAX STATUS

The Plan obtained its latest determination letter on April 18, 2003, in which the Internal Revenue Service stated that the Plan, as then designed, was in compliance with the applicable requirements of the Internal Revenue Code. Although the Plan has been amended since receiving the determination letter, the Plan administrator and the Plan's tax counsel believe that the Plan is designed and is currently being operated in compliance with the applicable requirements of the IRC.

The Plan evaluates all significant tax positions as required by generally accepted accounting principles in the United States. As of December 31, 2023, the Plan does not believe that it has taken any tax positions that would require the recording of any additional tax liability nor does it believe that there are any unrealized tax benefits that would either increase or decrease within the next twelve months. The Plan's income tax returns are subject to examination by the appropriate regulatory authorities as of December 31, 2023, the Plan's federal tax returns generally remain open for the last 3 years.

KELLEY AUTOMOTIVE GROUP, LLC 401(K) PLAN
NOTES TO FINANCIAL STATEMENTS
(Continued)

10. RECONCILIATION OF FINANCIAL STATEMENTS TO SCHEDULE H OF FORM 5500

The following is a reconciliation of the differences between the financial statements and the Schedule H of Form 5500.

	<u>Statement</u>	<u>Form 5500</u>	<u>Differences</u>
Employer Contributions	\$ 564,618	\$ 543,034	\$ 21,584
Net investment gain from common/collected trusts	-	39,123	(39,123)
Net investment gain(loss) in registered investment companies	-	677,169	(677,169)
Net appreciation in fair value of investments	1,945,469	1,925,683	19,786
Realized gains (losses)	(19,786)	-	(19,786)
Dividends	1,301,050	-	1,301,050
Benefits paid directly to participants	(1,826,079)	(1,824,665)	(1,414)
Certain deemed distributions	-	(582)	582
Intrest	-	59	(59)
Administrative expenses	(134,128)	(110,189)	(23,939)
Other income	-	581,512	(581,512)
	<u>\$ 1,831,144</u>	<u>\$ 1,831,144</u>	<u>\$ -</u>

11. INFORMATION PREPARED AND CERTIFIED BY THE TRUSTEE AND CUSTODIAN

At December 31, 2023 and 2022, Bank of America NA and TransAmerica Retirement Solutions as custodian held the Plan's investments, respectively. The following is a summary of the Plan's financial information that is included in the financial statements based on information certified by the custodian as complete and accurate in accordance with Section 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

(Continued)

KELLEY AUTOMOTIVE GROUP, LLC 401(K) PLAN
NOTES TO FINANCIAL STATEMENTS
(Continued)

11. INFORMATION PREPARED AND CERTIFIED BY THE TRUSTEE AND CUSTODIAN (Continued)

The fair value of investments as reported by the custodian is:

	2023	2022
Cash and Cash Equivalent	\$ (58,457)	\$ 284,571
Putnam Stable Value	1,094,040	969,454
Putnam Stable Value Fund 20	332,877	291,658
Self-directed Account	2,086,101	1,575,644
Jenus Henderson Enterprise A	106,806	77,650
Jenus Henderson Enterprise GM	882,345	730,782
American Century Emerging	-	18,327
American Century Emerging GM	-	738,614
American Century Mid Cap A GM	1,052,407	867,883
American Century Mid Cap CL A	83,541	64,162
American Funds 2040 Target R6	221,821	193,024
American Funds 2055 Target R6	17,374	8,408
BlackRock High Yield A	20,974	15,987
BlackRock High Yield A GM	646,331	537,467
BlackRock Infl Prot A	33,445	30,555
BlackRock Infl Prot A GM	647,221	558,114
Columbia Dividend Income	147,459	197,618
Columbia Dividend Income GM	1,024,778	855,178
Columbia Small Cap Index A GM	893,224	740,329
Columbia Small Cap Index FD A	48,230	32,760
DWS RREEF Real Estate Sec A	22,057	19,780
DWS RREEF Real Estate Sec A GM	359,226	296,564
Fidelity Adv Equity Grth A	392,435	414,523
Fidelity Adv Equity Grth A GM	527,115	435,871
IShares MSCI EAFE Intrl Idx GM	725,693	602,353
IShares MSCI EAFE Intrnl Idx	48,751	32,627
IShares S&P 500 Index FD Instl	598,094	400,970
IShares S&P 500 Index Instl GM	1,233,583	1,023,710
Janus Henderson Triton Fund A	-	31,580
JP Morgan Intrepid Growth A GM	867,013	718,434
JP Morgan Intrepid Growth CL A	311,189	256,971
Loomis Sayles Global Alloc A G	1,022,592	850,951
MFS International Diversification A	38,890	14,105
MFS International Diversification A GM	1,422,869	1,173,975
MFS International Growth CL A	50,578	36,362
MFS Research Fund	14,494	10,624
Pending Settlement Fund	75	100
PGIM Total Return Bond Fund A	48,521	39,023
PGIM Total Return Bond Fund A GM	2,045,021	1,734,084
PIMCO GNMA and Gvrmt Secs A	6,327	3,404
PIMCO GNMA and Gvrmt Secs A GM	659,403	556,207
Putnam Equity Income FD CL A	89,986	63,065

KELLEY AUTOMOTIVE GROUP, LLC 401(K) PLAN
NOTES TO FINANCIAL STATEMENTS
(Continued)

11. INFORMATION PREPARED AND CERTIFIED BY THE TRUSTEE AND CUSTODIAN (Continued)

	<u>2023</u>	<u>2022</u>
Vanguard Mid Cap Index Fund	49,579	43,965
Vanguard Small Cap Index Fund	70,371	47,207
Vanguard Total Int Stock Index	29,911	26,987
Western Asset Core Bond A GM	2,050,657	1,730,290
Western Asset Core Bond CL A	59,782	64,423
American Funds 2025 Target R6	2,652	1,959
American Funds 2030 Target R6	9,867	40,600
American Funds 2035 Target R6	186,541	151,697
American Funds 2045 Target R6	1,411	775
American Funds 2050 Target R6	116,882	83,717
Vanguard Wellesley Inc CL Adm	22,884	22,431
Loomis Sayles Global Alloc. AG	10,353	3,521
PGIM Jennison SML Comp R4	46,447	-
American Funds 2020 Target R6	424	-
American New World Funds R5	31,138	-
American New World Funds R5 GM	896,301	-
	<u>\$ 23,349,629</u>	<u>\$ 19,721,040</u>

The investment income reported on the statement of changes in net assets available for plan benefits for the twelve months ended December 31, 2023 was certified by Bank of America NA.

The information included in Supplementary Schedule 1, Schedule of Assets (Held at End of Year), was certified by Bank of America NA.

KELLEY AUTOMOTIVE GROUP, LLC 401(K) PLAN
(Form 5500, Schedule H, Part IV, Line 4i)
(FID #27-2098643, Plan #001)
December 31, 2023

1. SCHEDULE OF ASSETS HELD FOR INVESTMENT PURPOSES

(a)	(b) Identity of Issue, Borrower, Lessor, or Similar Party	(c) Description of Investment Including Maturity Date, Rate of Interest, Collateral, par, or Maturity Value	(d) ** Cost	(e) Current Value
	Cash and Cash Equivalent	Cash	-	\$ (58,457)
	Putnam Stable Value	Stable Value	-	1,094,040
	Putnam Stable Value Fund 20	Stable Value	-	332,877
	Self-directed Account	Self-directed	-	2,086,101
	Jenus Henderson Enterprise A	Mutual Fund	-	106,806
	Jenus Henderson Enterprise GM	Mutual Fund	-	882,345
	American Century Mid Cap A GM	Mutual Fund	-	1,052,407
	American Century Mid Cap CL A	Mutual Fund	-	83,541
	American Funds 2040 Target R6	Mutual Fund	-	221,821
	American Funds 2055 Target R6	Mutual Fund	-	17,374
	BlackRock High Yield A	Mutual Fund	-	20,974
	BlackRock High Yield A GM	Mutual Fund	-	646,331
	BlackRock Infl Prot A Institutional	Mutual Fund	-	33,445
	BlackRock Infl Prot A GM	Mutual Fund	-	647,221
	Columbia Dividend Income	Mutual Fund	-	147,459
	Columbia Dividend Income GM	Mutual Fund	-	1,024,778
	Columbia Small Cap Index A GM	Mutual Fund	-	893,224
	Columbia Small Cap Index FD A	Mutual Fund	-	48,230

* - Denotes party-in-interest

** - Cost omitted for participant-directed investments

See Independent Auditor's Report

KELLEY AUTOMOTIVE GROUP, LLC 401(K) PLAN
(Form 5500, Schedule H, Part IV, Line 4i)
(FID #27-2098643, Plan #001)
December 31, 2023

1. SCHEDULE OF ASSETS HELD FOR INVESTMENT PURPOSES (Continued)

(a)	(b) Identity of Issue, Borrower, Lessor, or Similar Party	(c) Description of Investment Including Maturity Date, Rate of Interest, Collateral, par, or Maturity Value	(d) ** Cost	(e) Current Value
	DWS RREEF Real Estate Sec A	Mutual Fund	-	22,057
	DWS RREEF Real Estate Sec A GM	Mutual Fund	-	359,226
	Fidelity Adv Equity Grth A	Mutual Fund	-	392,435
	Fidelity Adv Equity Grth A GM	Mutual Fund	-	527,115
	IShares MSCI EAFE Intrl Idx GM	Mutual Fund	-	725,693
	IShares MSCI EAFE Intrnl Idx	Mutual Fund	-	48,751
	IShares S&P 500 Index FD Instl	Mutual Fund	-	598,094
	IShares S&P 500 Index Instl GM	Mutual Fund	-	1,233,583
	JP Morgan Intrepid Growth A GM	Mutual Fund	-	867,013
	JP Morgan Intrepid Growth CL A	Mutual Fund	-	311,189
	Loomis Sayles Global Alloc A G	Mutual Fund	-	1,022,592
	MFS International Diversification A	Mutual Fund	-	38,890
	MFS International Diversification A G	Mutual Fund	-	1,422,869
	MFS International Growth CL A	Mutual Fund	-	50,578
	MFS Research Fund	Mutual Fund	-	14,494
	Pending Settlement Fund	Settlement Fund	-	75
	PGIM Total Return Bond Fund A	Mutual Fund	-	48,521
	PGIM Total Return Bond Fund A GM	Mutual Fund	-	2,045,021
	PIMCO GNMA and Gvrmt Secs A	Mutual Fund	-	6,327

* - Denotes party-in-interest

** - Cost omitted for participant-directed investments

See Independent Auditor's Report

ELLEY AUTOMOTIVE GROUP, LLC 401(K) PLAN
(Form 5500, Schedule H, Part IV, Line 4i)
(FID #27-2098643, Plan #001)
December 31, 2023

1. SCHEDULE OF ASSETS HELD FOR INVESTMENT PURPOSES (Continued)

(a)	(b) Identity of Issue, Borrower, Lessor, or Similar Party	(c) Description of Investment Including Maturity Date, Rate of Interest, Collateral, par, or Maturity Value	(d) ** Cost	(e) Current Value
	PIMCO GNMA and Gvrmt Secs A GM Growth	Mutual Fund	-	659,403
	Putnam Equity Income FD CL A	Mutual Fund	-	89,986
	Vanguard Mid Cap Index Fund	Mutual Fund	-	49,579
	Vanguard Small Cap Index Fund	Mutual Fund	-	70,371
	Vanguard Total Int Stock Index	Mutual Fund	-	29,911
	Western Asset Core Bond A GM	Mutual Fund	-	2,050,657
	Western Asset Core Bond CL A	Mutual Fund	-	59,782
	American Funds 2025 Target R6	Mutual Fund	-	2,652
	American Funds 2030 Target R6	Mutual Funds	-	9,867
	American Funds 2035 Target R6	Mutual Fund	-	186,541
	American Funds 2045 Target R6	Mutual Fund	-	1,411
	American Funds 2050 Target R6	Mutual Fund	-	116,882
	Vanguard Wellesley Inc CL Adm	Mutual Fund	-	22,884
	Loomis Sayles Global Alloc. AG	Mutual Fund	-	10,353
	PGIM Jennison SML Comp R4	Mutual Fund	-	46,447
	American Funds 2020 Target R6	Mutual Fund	-	424
	American New World Fund R5	Mutual Fund	-	31,138
	American New World Fund R5 GM	Mutual Fund	-	896,301
*	Participant Notes Receivable	Maturity in 1-5 years, interest rate range from 5.25% to 9.50%	-	421,634
				<u>\$ 23,771,263</u>

* - Denotes party-in-interest

** - Cost omitted for participant-directed investments

See Independent Auditor's Report

Attachment to 2023 Form 5500
Schedule H, line 4i - Schedule of Assets (Held At End of Year)

Plan Name: Kelley Automotive Group, LLC 401(k) Plan
Plan Sponsor's Name: Kelley Automotive Group, LLC

EIN:27-2098643
PN:001

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value.	(d) Cost	(e) Current Value
	ACCRUED INCOME	ACCRUED INCOME	161	161
	PUTNAM STABLE VALUE FUND 20	COMMON / COLLECTIVE TRUSTS	1,094,040	1,094,040
	PUTNAM STABLE VALUE FUND 20 GM	COMMON / COLLECTIVE TRUSTS	332,877	332,877
	LOAN FUND	LOANS	421,634	421,634
	BLF FEDFUND	MONEY MARKET	-58,619	-58,619
	AMERICAN CENTURY MID CAP A GM	MUTUAL FUNDS	1,026,599	1,052,407
	AMERICAN CENTURY MID CAP CL A	MUTUAL FUNDS	61,093	59,782
	AMERICAN FUNDS 2020 TARGET R6	MUTUAL FUNDS	407	424
	AMERICAN FUNDS 2025 TARGET R6	MUTUAL FUNDS	2,597	2,652
	AMERICAN FUNDS 2030 TARGET R6	MUTUAL FUNDS	10,709	9,867
	AMERICAN FUNDS 2035 TARGET R6	MUTUAL FUNDS	201,717	186,541
	AMERICAN FUNDS 2040 TARGET R6	MUTUAL FUNDS	190,073	221,821
	AMERICAN FUNDS 2045 TARGET R6	MUTUAL FUNDS	1,370	1,411
	AMERICAN FUNDS 2050 TARGET R6	MUTUAL FUNDS	114,491	116,883
	AMERICAN FUNDS 2055 TARGET R6	MUTUAL FUNDS	16,074	17,374
	AMERICAN NEW WORLD FD R5 GM	MUTUAL FUNDS	863,730	896,301
	AMERICAN NEW WORLD FUND R5	MUTUAL FUNDS	30,163	31,138
	BLACKROCK HIGH YLD A GM	MUTUAL FUNDS	660,072	646,331
	BLACKROCK HIGH YLD A	MUTUAL FUNDS	21,618	20,974

Attachment to 2023 Form 5500
Schedule H, line 4i - Schedule of Assets (Held At End of Year)

Plan Name: Kelley Automotive Group, LLC 401(k) Plan
Plan Sponsor's Name: Kelley Automotive Group, LLC

EIN:27-2098643
PN:001

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value.	(d) Cost	(e) Current Value
	BLACKROCK INFL PROT A	MUTUAL FUNDS	36,907	33,445
	BLACKROCK INFL PROT A GM	MUTUAL FUNDS	701,388	647,221
	COLUMBIA DIVIDEND INCOME	MUTUAL FUNDS	125,503	147,459
	COLUMBIA DIVIDEND INCOME GM	MUTUAL FUNDS	816,671	1,024,778
	COLUMBIA SMALL CAP INDEX A GM	MUTUAL FUNDS	821,155	893,224
	COLUMBIA SMALL CAP INDEX FD A	MUTUAL FUNDS	47,567	48,230
	DWS RREEF REAL EST SECUR A GM	MUTUAL FUNDS	338,483	359,226
	DWS RREEF REAL ESTATE SECUR A	MUTUAL FUNDS	21,821	22,057
	FIDELITY ADV EQUITY GRTH A	MUTUAL FUNDS	336,130	392,435
	FIDELITY ADV EQUITY GRTH A-GM	MUTUAL FUNDS	408,489	527,115
	ISHARES MSCI EAFE INTRL IDX GM	MUTUAL FUNDS	618,473	725,693
	ISHARES MSCI EAFE INTRNL IDX A	MUTUAL FUNDS	45,190	48,752
	ISHARES S&P 500 INDEX FD INSTL	MUTUAL FUNDS	434,925	598,094
	ISHARES S&P 500 INDEX INSTL GM	MUTUAL FUNDS	847,619	1,233,583
	JANUS HENDERSON ENTERPRISE A	MUTUAL FUNDS	106,763	106,806
	JANUS HENDERSON ENTERPRISE GM	MUTUAL FUNDS	881,289	882,345
	JP MORGAN US GARP EQTY FD A GM	MUTUAL FUNDS	720,673	867,013
	JP MORGAN US GARP EQUITY FD A	MUTUAL FUNDS	285,907	311,189
	LOOMIS SAYLES GLOBAL ALLOC A	MUTUAL FUNDS	10,425	10,353

Attachment to 2023 Form 5500
Schedule H, line 4i - Schedule of Assets (Held At End of Year)

Plan Name: Kelley Automotive Group, LLC 401(k) Plan
Plan Sponsor's Name: Kelley Automotive Group, LLC

EIN:27-2098643
PN:001

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value.	(d) Cost	(e) Current Value
	LOOMIS SAYLES GLOBL ALLOC A GM	MUTUAL FUNDS	1,047,766	1,022,592
	MFS INTERNAT DIVERSIFCTIN A GM	MUTUAL FUNDS	1,273,385	1,422,869
	MFS INTERNAT DIVERSIFICATION A	MUTUAL FUNDS	38,229	38,890
	MFS INTERNATIONAL GRTH FD CL A	MUTUAL FUNDS	47,046	50,578
	MFS RESEARCH FUND	MUTUAL FUNDS	13,044	14,494
	PGIM JENNISON SML COMP R4	MUTUAL FUNDS	42,990	46,447
	PGIM TOTAL RETURN BOND FD A GM	MUTUAL FUNDS	2,289,246	2,045,021
	PGIM TOTAL RETURN BOND FUND A	MUTUAL FUNDS	54,508	48,521
	PIMCO GNMA AND GVRMT SECS A	MUTUAL FUNDS	6,868	6,327
	PIMCO GNMA AND GVRMT SECS A GM	MUTUAL FUNDS	731,369	659,403
	PUTNAM LARGE CAP VALUE FUND A	MUTUAL FUNDS	81,933	89,986
	VANGUARD MID CAP INDEX FUND	MUTUAL FUNDS	43,228	49,579
	VANGUARD SMALL CAP INDEX FUND	MUTUAL FUNDS	60,814	70,371
	VANGUARD TOTAL INT STOCK INDEX	MUTUAL FUNDS	29,052	29,911
	VANGUARD WELLESLEY INC CL ADM	MUTUAL FUNDS	24,302	22,884
	WESTERN ASSET CORE BOND A GM	MUTUAL FUNDS	2,288,220	2,050,657
	WESTERN ASSET CORE BOND CL A	MUTUAL FUNDS	94,310	83,541
	SELF-DIRECT ACCT	OTHER ASSETS	2,086,101	2,086,101
	PENDING SETTLEMENT FUND	PENDING SETTLEMENT FUNDS	75	75

Attachment to 2023 Form 5500
Schedule H, line 4i - Schedule of Assets (Held At End of Year)

Plan Name: Kelley Automotive Group, LLC 401(k) Plan
Plan Sponsor's Name: Kelley Automotive Group, LLC

EIN:27-2098643
PN:001

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value.	(d) Cost	(e) Current Value
	UNINVESTED CASH	UNINVESTED CASH	0	0